

**AMENDMENT NO. 1 TO
PROFESSIONAL SERVICES AGREEMENT
WITH LEW EDWARDS GROUP**

This Amendment No. 1 to the Agreement for Professional Consultant Services is made and entered into as of June 13, 2022 ("Effective Date") by and between the City of Upland, a municipal corporation ("City") and Lew Edwards Group, a California corporation ("Consultant"). City and Consultant are sometimes referred to herein individually as a "Party" and collectively as "Parties."

RECITALS

A. WHEREAS, the City and the Consultant have entered into an agreement, dated, November 1, 2021, for the purpose of providing ballot measure preparation and communications services (the "Master Agreement").

B. WHEREAS, the Parties now desire to amend the Master Agreement in order to extend the term of the Master Agreement through November 2022, and to include additional funds for the continued performance of services in accordance with the compensation provisions of the Master Agreement.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants, conditions, and promises contained in this Amendment No. 1 and the Master Agreement, the Parties mutually agree as follows:

AGREEMENT

1. Incorporation of Recitals. The recitals listed above are true and correct and are hereby incorporated herein by this reference.

2. Term. The Term, as defined in the Master Agreement, shall be amended to be through October 31, 2022. Compensation shall be provided at the same monthly rate as identified in the Master Agreement.

3. Full Force. Except as amended by this Amendment No. 1, all provisions of the Master Agreement, including without limitation the indemnity and insurance provisions, shall remain in full force and effect and shall govern the actions of the Parties under this Amendment No. 1.

4. Electronic Transmission. A manually signed copy of this Amendment No. 1 which is transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Amendment No. 1 for all purposes. This Amendment No. 1 may be signed using an electronic signature.


5. Counterparts. This Amendment No. 1 may be signed in counterparts, each of which shall constitute an original.

**SIGNATURE PAGE FOR
AMENDMENT NO. 1 TO THE PROFESSIONAL SERVICES AGREEMENT
WITH LEW EDWARDS GROUP**

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 1 on the Effective Date first herein above written.

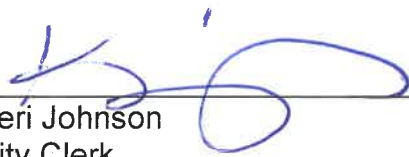
CITY OF UPLAND

APPROVED BY:



Michael Blay
City Manager

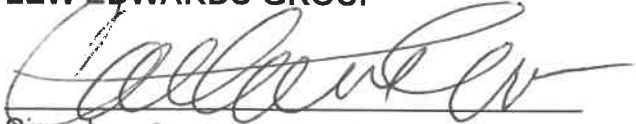
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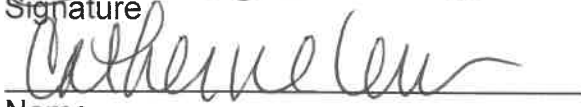


Keri Johnson
City Clerk

CONSULTANT

LEW EDWARDS GROUP

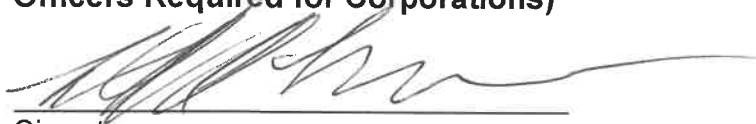


Signature


Name
President

Title

**(Two Signatures of Corporate
Officers Required for Corporations)**



Signature
Lloyd A. Ewars

Name
Secretary-Treasurer

Title